

The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604



RECORDATION NO. 9276

OCT 13 1988-12 23 PM

October 1 1988

INTERSTATE COMMERCE COMMISSION

8-287A043

1300

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series N, Supplement No. 10,
dated October 1, 1988

Dear Mr. Bayne:

Enclosed herewith please find an original and one counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 10, dated as of October 1, 1988, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of March 1, 1978.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 9276.

The name and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series N, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I would like to have returned to me bearing the recordation information.

Interstate Commerce Commission
October 11, 1988
Page 2

Enclosed is a check in payment of the Commission's
prescribed recordation fee.

Very truly yours,

GS

Gus Svolos
Vice President-Law

IEW/LBM/dt

Enclosures

EQUIPMENT TRUST, SERIES N,
Dated March 1, 1978

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
25	60' 100-ton "Hi-Roof" Box Cars with double plug doors and roller bearings trucks (Class Bx-187); Berwick Forge & Fabricating Division of Whitaker Corp., Builder; Nos. 37562 to 37565 and 269448 to 269439, both inclusive	\$55,100	\$1,377,500
200	50'6" 100-ton Box Cars with lading anchors and roller bearing trucks (Class Bx-189); FMC Corporation, Builder; Nos. 152100 to 152299, both inclusive	\$37,500	\$7,500,000
300	61' 100-ton Insulated Box Cars, with load dividers and roller bearing trucks (Class Bx-188); Pacific Car and Foundry Company, a Division of PACCAR, Inc., Builder; Nos. 622250 to 622549, both inclusive	\$52,500	\$15,750,000
25	4180 cu. ft. 100-ton "Airslide" Covered Hopper Cars, with roller bearing trucks (Class Ga-200); General American Transportation Company, Builder; Nos. 310630 to 310654, both inclusive	\$43,100	\$1,077,500
100	3000 cu. ft. 100-ton Covered Hopper Cars, with roller bearing trucks (Class Ga-199); Pullman Incorporated (Pullman-Standard Division), Builder; Nos. 350000 to 350099, both inclusive	\$29,300	\$2,930,000
132	100-ton "Rapid Discharge" Hopper Cars, (Class Ga-198); Ortner Freight Car Company, Builder; Nos. 85850 to 85981, both inclusive	\$40,500	\$5,346,000

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
100	3420 cu. ft. 100-ton Triple Cross Hopper Cars, with roller bearing trucks (Class Ga-201); Greenville Steel Car Company, Builder; Nos. 179700 to 179799, both inclusive	\$29,500	\$2,950,000
2	190-ton Depressed Center Flat Cars with four roller bearing trucks on span bolsters (Class Ft-94); Maxson Corporation, Builder; Nos. 90006 to 90007, both inclusive	\$153,000	\$306,000
3	250-ton Flat Cars with four roller bearing trucks on span bolsters (Class Ft-95); Maxson Corporation, Builder; Nos. 90021 to 90023, both inclusive	\$143,000	\$429,000
14	3000 HP Diesel Electric Locomotives, Model SD-40-2, General Motors Corporation (Electro-Motive Division); Builder; Nos. 5200 to 5213, both inclusive	\$679,000	\$9,506,000
6	3000 HP Diesel Electric Locomotives, Model C-30-7; General Electric Company, Builder; Nos. 8058 to 8063, both inclusive	\$698,000	\$4,188,000
30	100-ton Woodchip Gondola Cars, (Class Ga-202); PACCAR, Inc., Builder; Nos. 165715 to 165744, both inclusive	\$38,400	\$1,152,000
23	100-ton Cement Hopper Cars; Greenville Steel Car Company, Builder; Nos. 350327 to 350349, both inclusive	\$37,650	\$865,950
7	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder; Nos. 1929 to 1935, both inclusive	\$35,072	\$245,504
3	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder; Nos. 2052 to 2054, both inclusive	\$35,433	\$106,299

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
14	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2078 to 2091, both inclusive	\$32,230	\$451,220
1	52' 6" 100-Ton, Solid Bottom, 4' Side Gondola Car, Pittsburgh and Lake Erie Railroad Company, Builder; No. 68112	\$18,000	\$ 18,000
10	Fully Enclosed Bi-Level Auto Racks (BL-7), Thrall Car Manufacturing Company, Builder; Nos. 2259 to 2268, both inclusive	\$23,834	\$ 238,340
10	Fully Enclosed Tri-Level Auto Racks (BL-13), Thrall Car Manufacturing Company, Builder: Nos. 2345 to 2354, both inclusive	\$32,675	\$ 326,750
3	Enclosed Bi-Level Auto Rack with End Doors (BL-8) Nos. 2378, 2379, 2381	\$24,965	\$ 74,895
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1,008	Total Units		<u>\$54,838,958</u>

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES N

RECORDED NO. 9276-9
OCT 13 1988 12 22 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 10, dated as of October 1, 1988, to Equipment Trust Agreement, dated as of March 1, 1978 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporation (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series N, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in Replacement Funds, if any, in acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 3.1 of the Agreement, the Company shall cause the following items of railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of its right, title and interest in the contracts for the construction of the Additional Equipment:


<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
3	Enclosed Bi-Level Auto Rack with End Doors (BL-8), Nos. 2378, 2379, 2381	\$24,965	\$74,895

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Equipment, subject to all terms and conditions of the Agreement in all respects, and upon delivery the Additional Equipment will be leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By 
G. W. Dodd
Senior Vice President-Finance
and Chief Financial Officer

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By 
Vice President

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 12th day of October, 1988 before me personally appeared G. W. Dodd, to me personally known, who, being by me duly sworn, says that he is Senior Vice President-Finance and Chief Financial Officer of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

"OFFICIAL SEAL"
Mildred Jaksich
Notary Public, State of Illinois
My Commission Expires Aug. 7, 1989

Mildred Jaksich
Notary Public

(Notarial Seal)

My Commission Expires

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 12th day of October, 1988 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

"OFFICIAL SEAL"
T. Muzquiz
Notary Public, State of Illinois
My Commission Expires 7/12/89

T. Muzquiz
Notary Public

(Notarial Seal)

My Commission Expires

EQUIPMENT TRUST, SERIES N,
Dated March 1, 1978

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